
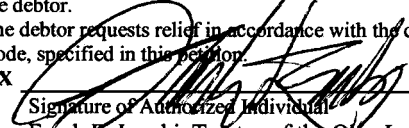


United States Bankruptcy Court Northern District of California				Voluntary Petition											
Name of Debtor (if individual, enter Last, First, Middle): <b>Hotel Metropolis II, LLC</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):												
All Other Names used by the Debtor in the last 8 years <b>Metropolis Hotel II, LLC</b>			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):												
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>20-8640095</b>			Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):												
Street Address of Debtor (No. & Street, City, and State): <b>2099 Market Street San Francisco, CA</b>			Street Address of Joint Debtor (No. & Street, City, and State):												
ZIP CODE <b>94114</b>			ZIP CODE												
County of Residence or of the Principal Place of Business: <b>San Francisco</b>			County of Residence or of the Principal Place of Business:												
Mailing Address of Debtor (if different from street address): <b>440 Geary Street San Francisco, CA</b>			Mailing Address of Joint Debtor (if different from street address):												
ZIP CODE <b>94102</b>			ZIP CODE												
Location of Principal Assets of Business Debtor (if different from street address above): <b>See attached list of principal assets</b>															
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding											
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).													
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY										
<b>Estimated Number of Creditors</b> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;"><input type="checkbox"/> 1-49</td> <td style="text-align: center;"><input type="checkbox"/> 50-99</td> <td style="text-align: center;"><input checked="" type="checkbox"/> 100-199</td> <td style="text-align: center;"><input type="checkbox"/> 200-999</td> <td style="text-align: center;"><input type="checkbox"/> 1,000-5,000</td> <td style="text-align: center;"><input type="checkbox"/> 5001-10,000</td> <td style="text-align: center;"><input type="checkbox"/> 10,001-25,000</td> <td style="text-align: center;"><input type="checkbox"/> 25,001-50,000</td> <td style="text-align: center;"><input type="checkbox"/> 50,001-100,000</td> <td style="text-align: center;"><input type="checkbox"/> OVER 100,000</td> </tr> </table>						<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000		<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000					
<b>Estimated Assets</b> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;"><input type="checkbox"/> \$0 to \$50,000</td> <td style="text-align: center;"><input type="checkbox"/> \$50,001 to \$100,000</td> <td style="text-align: center;"><input type="checkbox"/> \$100,001 to \$500,000</td> <td style="text-align: center;"><input type="checkbox"/> \$500,001 to \$1 million</td> <td style="text-align: center;"><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td style="text-align: center;"><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td style="text-align: center;"><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td style="text-align: center;"><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td style="text-align: center;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td style="text-align: center;"><input type="checkbox"/> More than \$1 billion</td> </tr> </table>						<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion						
<b>Estimated Debts</b> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;"><input type="checkbox"/> \$0 to \$50,000</td> <td style="text-align: center;"><input type="checkbox"/> \$50,001 to \$100,000</td> <td style="text-align: center;"><input type="checkbox"/> \$100,001 to \$500,000</td> <td style="text-align: center;"><input type="checkbox"/> \$500,001 to \$1 million</td> <td style="text-align: center;"><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td style="text-align: center;"><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td style="text-align: center;"><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td style="text-align: center;"><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td style="text-align: center;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td style="text-align: center;"><input type="checkbox"/> More than \$1 billion</td> </tr> </table>					<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Hotel Metropolis II, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: See attached Statement of Related Cases	Case Number:	Date Filed:	
District: Northern District of California	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) Date	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> <i>Check all applicable boxes.</i>  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="margin-left: 40px;">           _____            (Name of landlord that obtained judgment)            _____            (Address of landlord)         </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Hotel Metropolis II, LLC</b>
<b>Signatures</b>	
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor  Telephone Number (If not represented by attorney) _____ Date _____	<b>Signature of a Foreign Representative</b> I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.  X _____ Signature of Foreign Representative _____ Printed Name of Foreign Representative _____ Date _____
X  _____ Signature of Attorney* 226406 Signature of Attorney for Debtor(s) Edward C. Singer, Jr. Printed Name of Attorney for Debtor(s) Lembi Group Legal Department Firm Name 2099 Market Street, San Francisco, CA 94114 Address (415) 252-4220 Telephone Number 3/10/2010 Date  *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.	<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b> I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.  _____ Printed Name and title, if any, of Bankruptcy Petition Preparer  Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)  _____ Address X _____ Date _____  Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.  Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i>
<b>Signature of Debtor (Corporation/Partnership)</b> I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. X  _____ Signature of Authorized Individual Frank E. Lembi, Trustee of the Olga Lembi Residual Trust Created under Provision Three of the Lembi Family Revocable Trust dated February 17, 1994 Printed Name of Authorized Individual Member of the Manager Title of Authorized Individual 3/10/2010 Date	

Attachment to Chapter 11 Petition

**Hotel Metropolis II, LLC**

**Statement of Related Cases**

**The following related entities are filing voluntary Chapter 11 petitions contemporaneously with Debtor.**

<b>Debtor Name</b>	<b>Relationship</b>	<b>Case No.</b>	<b>Judge</b>
<b>Personality Hotels III, LLC</b>	<b>Affiliate</b>	<b>TBD</b>	<b>TBD</b>

Attachment to Chapter 11 Petition

**Location of Principal Assets**

**Of**

**Hotel Metropolis II, LLC**

**Debtor's principal assets consist of a hotel and associated personal property located at 19 Mason Street, San Francisco, CA 94102, commonly referred to as the Metropolis Hotel.**

**United States Bankruptcy Court  
Northern District of California**

In re Hotel Metropolis II, LLC

Debtor(s)

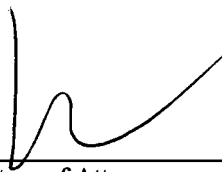
Case No. \_\_\_\_\_

Chapter 11

**CREDITOR MATRIX COVER SHEET**

I declare that the attached Creditor Mailing Matrix, consisting of 9 sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

Date: March 10, 2010

  
\_\_\_\_\_  
Signature of Attorney

**944 Media, Inc  
P.O. Box 29675  
Phoenix, AZ 85038**

**AAA  
1000 AAA Drive  
Heathrow, FL 32746-5063**

**ACC Business  
P.O. Box 13136  
Newark, NJ 07101-5636**

**Aeco Systems, Inc.  
3512 Breakwater Court  
Hayward, CA 94545**

**Agentours Inc.  
126 West Portal Avenue  
San Francisco, CA 94127**

**AICCO, Inc.  
Department 7615  
Los Angeles, CA 90084-7615**

**Air Apparent Inc.  
5432 West 104<sup>th</sup> Street  
Los Angeles, CA 90045**

**Amenity Services  
Lock Box # 50245  
Bellevue, WA 98015**

**American Hotel Register Co.  
Acct. # 8060063  
100 South Milwaukee Avenue  
Vernon Hills, IL 60061**

**AT&T  
Acct. # 960 756-4189 555 9  
Payment Center  
Jackson, WY 83001**

**A-Total Fire Protection Co.  
3075 Alhambra Drive, Suite 205  
Cameron Park, CA 95682**

**AT&T Internet Services  
P.O. Box 650396  
Dallas, TX 75265-0396**

**AT&T Long Distance  
P.O. Box 660688  
Dallas, TX 75266-0688**

**Autoclerk, Inc.  
936 Dewing Avenue, Suite G  
Lafayette, CA 94549**

**Backflow Prevention Specialist  
3750-E Charter Park Drive  
San Jose, CA 95136-1356**

**Bell Fire and Life Safety Inc.  
1551 Rosita Road  
Pacifica, CA 94044**



**Berkshire Hathaway Homestate  
P.O. Box 881236  
San Francisco, CA 94188**

**Blue Ribbon Supply  
Acct. # 23005  
451 East Jamie Court P.O. Box  
So. San Francisco, CA 94083**

**Blueshield of California  
File 55331  
Los Angeles, CA 90074**

**Board of Equalization  
Acct. # 100-892288  
P.O. Box 942879  
Sacramento, CA 94279-7072**

**Booking Europe BV  
540 West Madison, 4<sup>th</sup> Floor  
Chicago, IL 60661**

**Boulevards  
452 South First Street  
San Jose, CA 95113**

**Bright Electrical Supply Co.  
217 N. Western Avenue  
Chicago, IL 60612**

**Burrelles Luce  
75 East Northfield Road  
Livingston, NJ 07039**

**Buyefficient, LLC  
Acct. # BE/HMET  
903 Calle Amanecer  
San Clemente, CA 92673**

**C & J Lighting Supply  
1 Sutter Street, # 808  
San Francisco, CA 94104**

**Caine & Weiner  
9960 Corporate Campus Dr.  
Suite 1600  
Louisville, KY 40223-3008**

**California Travel and Tourism  
P.O. Box 2007  
Sacramento, CA 95812-2007**

**California Chamber of Commerce  
P.O. Box 537016  
Sacramento, CA 95853-7016**

**California Security Alarms  
1009 South Claremont Street  
San Mateo, CA 94402-0445**

**California Carpet  
1197 Folsom Street  
San Francisco, CA 94103**

**Centerline Capital Group  
P.O. Box 730929  
Dallas, TX 75373-0929**

**Citi-Networking Group  
536 Leavenworth # 1  
San Francisco, CA 94109**

**Cole Hardware  
3312 Mission Sreet  
San Francisco, CA 94110**

**Contact USA  
10923 NW 18<sup>th</sup> Place  
Plantation, FL 33322**

**Cornely Company  
1127 Mission Street  
San Francisco, CA 94103**

**Courtesy Products Corporations  
P.O. Box 17488  
St. Louis, MO 63178**

**Crest/Good  
325 Underhill Blvd.  
P.O. Box 468  
Syosset NY, 11791-0468**

**Crist Elliott Machette, Inc.  
3697 Mt. Diablo Blvd  
Lafayette, CA 94549**

**Cypress Insurance Company  
Dept. 6750  
Los Angeles, CA 90084-6750**

**Dept. of Parking & Traffic  
1 South Vanness Ave, 7<sup>th</sup> Floor  
San Francisco, CA 94103-5417**

**Directv  
P.O. Box 60036  
Los Angeles, CA 90060-0036**

**Dispensers Unlimited  
1313 Williams Street, Suite 1205  
Denver, CO 80218**

**Diversified Computer Corp.  
P.O. Box 2393  
Seattle, WA 98111-2393**

**DZH Phillips, LLP  
33 New Montgomery St. Suite 1530  
San Francisco, CA 94105**

**Execupark Incorporated  
700 So. Claremont St.  
Suite 103-A  
San Mateo, CA 94402**

**Expovision Inc.  
3141 Fairview Park Dr.  
Falls Church, VA 22042**

**E-Z Tel, Inc.  
P.O. Box 2241  
Livermore, CA 94551-2241**

**EzYield.Com**  
**481 N. S.R. 434, Suite 117**  
**Altamonte Springs, FL 32714**

**Federal Express Corp.**  
**P.O. Box 7221**  
**Pasadena, CA 91109-7321**

**G M Air-Conditioning & Heating**  
**129 Santa Barbara Avenue**  
**Daly City, CA 94014**

**Golden Fate Debris Box Service**  
**P.O. Box 7360**  
**San Francisco, CA 94120-7360**

**Golden Gate Disposal**  
**Acct. # 010539064**  
**P.O. Box 60846**  
**Los Angeles, CA 90060-0846**

**Grainer**  
**Dept. 828989178**  
**Palatine, IL 60038-0001**

**Graybar Financial Services**  
**Acct. # 046-0020775-000**  
**22442 Network Place**  
**Chicago, IL 60673-1224**

**“Green” Hotels Association**  
**P.O. Box 420212**  
**Houston, TX 77242-0212**

**Guest Supply  
P.O. Box 824700  
Philadelphia, PA 19182-4700**

**Haruko Maekawa  
12314 Huson Street  
Valley Village, CA 91607**

**Hartle Media Ventures LLC  
59 Grant Avenue, 4<sup>th</sup> Floor  
San Francisco, CA 94108**

**HDMC Group, LLC  
3365 E Flamingo Road, Suite 5  
Las Vegas, NV 89121**

**HD Supply facilities  
P.O. Box 509058  
San Diego, CA 92150-9058**

**H.E.R.E. Local 2  
209 Golden Gate Avenue  
San Francisco, CA 94102**

**Hospitality Careers Online Inc.  
c/o Comerica Bank  
P.O. Box 673682  
Detroit, MI 48267-3682**

**Hotel Reservations Service  
P.O. Box 635960  
Cincinnati, OH 635960**

**Hotel Metropolis  
Petty Cash Reimbursement  
25 Mason Street  
San Francisco, CA 94102**

**Hotel Travel Check.Com  
P.O. Box 2284  
El Segundo, CA 90245**

**Ikon Financial Services  
P.O. Box 650073  
Dallas, TX 75265-0073**

**Ikon Office Solutions  
P.O. Box 31001-0850  
Pasadena, CA 91110-0850**

**Instinct Publishing  
303 N. Glenoaks, Ste L120  
Burbank, CA 91502**

**Intelligent Technologies & Services, Inc.  
1031 Serpentine Lane, Ste 101  
Pleasanton, CA 94566**

**JC Paper  
P.O. Box 49052  
San Jose, CA 95161**

**Kaiser Foundation Health Plan  
File Number 73030  
P.O. Box 60000  
San Francisco, CA 94160**

**Kelly Chamberlin  
245 Laussat Street  
San Francisco, CA 94117**

**KH Sales & Marketing LLC  
202 N. Canon Drive, 2<sup>nd</sup> Floor  
Beverly Hills, CA 90210**

**Koni Corporation  
9654 Sempre Viva Road  
San Diego, Ca 92154**

**Leggett Platt, L&P Financial Services  
P.O. Box 952092  
St. Louis, MI 63159**

**Lilia Calvario  
c/o Hotel Metropolis  
114 Powell Street  
San Francisco, CA 94102**

**Littler Mendelson, P.C.  
P.O. Box 45547  
San Francisco, CA 94145-0547**

**Lodgenet Interactive Corp.  
3900 West Innovation Street  
Sioux Falls, SD 57107-7002**

**Lodging Supply Inc.  
P.O. Box 131115  
St. Paul, MN 55113**



**Maintenance U.S.A.  
P.O. Box 2317  
Jacksonville, FL 32202-2317**

**Mark Plumbing Parts  
P.O. Box 121554  
Fort Worth, TX 76121**

**Maurice B. Pilosof, Esq.  
Attorney at Law  
P.O. Box 691937  
Los Angeles, CA 90069-8937**

**Met life  
P.O. Box 804466  
Kansas City, MI 64180**

**Metro Cleaners  
989 Post Street  
San Francisco, CA 94109**

**Modern Drapery, Inc.  
2655 Barrington Court  
Hayward, CA 94545**

**Mr. Espresso  
696 Third Street  
Oakland, CA 94607**

**Muzak Corp.  
3318 Lakemount Blvd.  
Fort Mill, SC 29708**

**National Furniture Liquidation  
845 Embarcadero  
Oakland, CA 94606**

**Newcal Industries  
3266 Buskirk Avenue  
Pleasant hill, CA 94523**

**Noise 13  
599 Third Street, 3301  
San Francisco, CA 94107**

**Oberon Design & MFG., Inc.  
1078 Illinois Street  
San Francisco, CA 94107**

**Office Depot  
P.O. Box 70025  
Los Angeles, CA 90074-0025**

**PAC  
Pacific Access Contractors Inc.  
2860 Spring Street, Suite 7  
Redwood City, CA 94063-3531**

**Paramount Elevator Corporation  
2171 Harbor Bay Freeway  
Alameda, CA 94502-3019**

**Peerless General Supply  
156 Leavenworth Street  
San Francisco, CA 94102**

**Peninsula Fire Protection  
1450 Crestwood Drive S8  
San Bruno, CA 94066**

**P.G. & E  
Acct. # 7987223070-5  
P.O. Box 997300  
Sacramento, CA 95899-7300**

**Prinova Co., Inc.  
Acct. # 4025891  
c/o County Bank  
P.O. Box 1089  
San Jose, CA 95108-1089**

**RD Travel Limited, Inc.  
6 NE Briarcliff Road  
P.O. Box 165414  
Kansas City, MO 64116**

**R.W. Smith & Co.  
P.O. Box 51847  
Los Angeles, CA 90051-6147**

**Saflok  
P.O. Box 890247  
Charlotte, NC 28289-0247**

**San Diego Concierge  
4379 30<sup>th</sup> Street, Suite #4  
San Diego, CA 92104**

**San Francisco Tax Collector  
Business Taxes Division  
Acct. # 417495  
P.O. Box 7425  
San Francisco, CA 94102-7425**

**San Francisco Chronicle  
P.O. Box 7018  
San Francisco, CA 94120-7018**

**San Francisco Fire Department  
Bureau of Fire Prevention  
698 2<sup>nd</sup> Street, Room 109  
San Francisco, CA 94107-2015**

**San Francisco Patrol  
Special Police  
P.O. Box 77307  
San Francisco, CA 94107-0307**

**SF CBSE Welf/Pens Trust Fund  
L. Carder LLP, Funds Counsel  
1330 Broadway, Suite 1450  
Oakland, CA 94612**

**Schindler Elevator Corporation  
P.O. Box 93050  
Chicago, IL 60673-3050**

**Service West  
1157 Chess Drive, Suite 106  
Foster City, CA 94404**

**S.F. Culinary Trust Fund  
P.O. Box 4735  
Hayward, CA 94540-4735**

**SFCVB  
201 Third Street, Suite 900  
San Francisco, CA 94103-3185**

**SFPUC- Water  
Acct. # 1599810000  
P.O. Box 7369  
San Francisco, CA 94120-7369**

**SFPUC- Water  
Acct. # 7559810000  
P.O. Box 7369  
San Francisco, CA 94120-7369**

**Shift 4  
1491 Center Crossing Road  
Las Vegas, NV 89144**

**Showcase Flowers  
325 Mason Street  
San Francisco, CA 94102**

**Smart Hospitality Corporation  
P.O. Box 6937  
Visalia, CA 93290-6937**

**Staples Business Advantage  
P.O. Box 530621  
Atlanta, GA 30353-0621**

**Star Elevator, Inc.**  
**1300 Industrial Road, #4**  
**San Carlos, CA 94070**

**State of California**  
**Franchise Tax Board**  
**Acct. # 417495**  
**P.O. Box 942867**  
**Sacramento, CA 94267-0011**

**Steritech**  
**P.O. Box 472127**  
**Charlotte, NC 28247**

**Superior Automatic Sprinkler**  
**308 Sango Court**  
**Milpitas, CA 95035-6821**

**Swingle, Collins & Associates**  
**13760 Noel Road, Suite 600**  
**Dallas, TX 75240**

**Sysco – San Francisco**  
**P.O. Box 5019**  
**Fremont, CA 94537**

**Tablet Hotels**  
**6 West 18<sup>th</sup> Street, 3<sup>rd</sup> Floor**  
**New York, NY 10011**

**Tad's Steak House**  
**120 Powell Street**  
**San Francisco, CA 94102**

**Tax Collector  
Business Taxes Section  
Tax ID # 208640095-01-01-001  
P.O. Box 7425  
San Francisco, CA 94120**

**Terminix Processing Center  
P.O. Box 742592  
Cincinnati, OH 45274**

**The Costal Traveler Inc.  
P.O. Box 210  
Point Reyes Station, CA 94956**

**The Curtis Group  
P.O. Box 1304  
San Mateo, CA 94401**

**The Window Specialist, Inc.  
2998 Ford Street  
Oakland, CA 94601-2821**

**Tour Connection, Inc.  
125 Walnut  
Rochester, MI 48307**

**American Academy of Ophthalmology  
Attn: Stephanie Zundel  
655 Beach Street.  
San Francisco, CA 94109**

**Travelclick, Inc.  
2193 Payshere Circle  
Chicago, IL 60674**

**Tri-Signal Integration, Inc.**  
**12701 Encinitas Avenue**  
**Sylmar, CA 91342**

**Ultra-Chem Inc.**  
**P.O. Box 3717**  
**Shawnee Mission, KS 66203-0717**

**Union Square Association**  
**Association Office**  
**323 Geary Street, Suite 408**  
**San Francisco, CA 94102**

**United States Treasury**  
**Ogden, UT 84201-0039**

**USA-Fact**  
**6200 Box Springs Blvd.**  
**Riverside, CA 92507**

**USA Today**  
**P.O. Box 79782**  
**Baltimore, MD 21279-0782**

**USFI, Inc**  
**12100 Ford Road, Suite 100**  
**Dallas, TX 75234**

**Valley Forge Fabrics Inc.**  
**2981 Gateway Drive**  
**Pompano Beach, FL 33069**



**Vignola Hospitality Resources  
5220 Business 50 West  
Jefferson City, MO 65109**

**Virtual-Agent Services, Inc.  
1920 N. Thoreau Dr., Ste. 116  
Schaumburg, IL 60173**

**West Coast Valet Services  
855 Malcolm Road  
Burlingame, CA 94010**

**Worldwide Payment Systems  
Torneo, 27.41002  
Sevilla, Spain**

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA

Hotel Metropolis II, LLC, Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is a list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with FED. R. Bankr. P. 1007(d) for the filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. §101(30) or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT *	UNLIQUIDATED *	DISPUTED *	SUBJECT TO SETOFF *	AMOUNT OF CLAIM (If secured also state value of security)
Centerline Capital Group P.O. Box 730929 Dallas, TX 75373-0929	Borrower Number 208640095 Loans: 11-0001045 & 11-11-0001046 Borrower Number 208643933 Loan: 11-0001186 972-868-5300	Debt/Loan					4,039,525.65

\* The following information is based upon a review of the debtor's books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses or counterclaims to the below-listed claims have been completed. Therefore, this listing does not and should not be deemed to constitute: (1) a waiver of any defense, counterclaim or offset to the below-listed claims; (2) an acknowledgment of the allowability of any of the below-listed claims; and/or (3) a waiver of any other right or legal position of the debtor.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT *	UNLIQUIDATED *	DISPUTED *	SUBJECT TO SETOFF *	AMOUNT OF CLAIM (If secured also state value of security)
SF Culinary Trust Fund P.O. Box 4735 Hayward, CA 94540-4735	Leonard Carder, LLP Christine S. Hwang 1330 Broadway Suite 1450 Oakland, CA 94612 510-272-0169	Accounts Payable – Union Health & Welfare & Pension benefits – Settlement past due and current 01/2010 & 02/2010					118,243.96
San Francisco Tax Collector Business Tax Section PO Box 7425 San Francisco, CA 94120-7425	Business Tax ID: 208640095-01-01-001 Certificate: 417495 Susanna Chang 415-554-4400	Accounts Payable – Hotel occupancy tax & SFTID Tourism assessment & SF Payroll tax					30,401.93
Jessie M Dela Cruz 29327 Chance Street Hayward, CA 94544	same	Employee, Vacation Accrual					8,260.00
PG&E BOX 997300 Sacramento, CA 95899-7300	Account Number 7987223070-5 Customer Service: 1-800-648-4743	Accounts Payable					6,954.90
Berkshire Hathaway Homestate Companies – Cypress Insurance Company Dep. 6750 Los Angeles CA, 90084-6750	Agent /Broker: GallagherCrist Elliott Marchette Insurance Broker Arthur J Gallagher & Co 3697 Mt Diablo Blvd Suite 300 Lafayette, CA 94549 Direct: 925-298-9227	Accounts Payable – Workers Comp insurance Installment Payments					4,892.04
SFPUC PO Box 7369 San Francisco, CA 94120-7369	Account 7559810000 415-551-3000	Accounts Payable					4,772.77
Lilia Calvario 724 Lewelling Blvd. Apt 232 San Leandro, CA 94579	same	Employee, Vacation Accrual					3,846.01

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT *	UNLIQUIDATED *	DISPUTED *	SUBJECT TO SETOFF *	AMOUNT OF CLAIM (If secured also state value of security)
AICCO, Inc (Imperial Credit Corp) Dept. 7615 Los Angeles, CA 90084-7615	Agent /Broker: GallagherCrist Elliott Marchette Insurance Broker Arthur J Gallagher & Co 3697 Mt Diablo Blvd Suite 300 Lafayette, CA 94549 Direct: 925-298-9227	Financing of General Liability & Property Insurance – monthly installment payments					3,165.54
Execupark 700 So. Claremont St Suite 103-A San Mateo, CA 94402	William E. Merringer 650-401-7600	Accounts Payable					2,602.50
Marta Guadalupe Hernandez 1129 Burnwood Way Antioch, CA 94509	same	Employee, Vacation Accrual					2,388.33
TravelClick 300 N Martingale Suite 500 Schaumburg IL 60173	Account HID-14475 B-105416 Lisa Baketz 847-585-5202 847-585-5000	Accounts Payable					2,600.00
AT&T Payment Center Sacramento, CA 95887-0001	Account 960-756-4189 565 9 800-288-2020 800-555-5920	Accounts Payable					1,821.84
Rui Hong Yao 177 Talbert Street San Francisco, CA 94134	same	Employee, Vacation Accrual					1,619.40
Timothy Whiting 1870 Sacramento St #315 San Francisco, CA 94109	same	Employee, Vacation Accrual					1,619.20
Oscar Sanchez 3190 Park Road Redwood City, CA 94063	same	Employee, Vacation Accrual					1,534.56

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT *	UNLIQUIDATED *	DISPUTED *	SUBJECT TO SETOFF *	AMOUNT OF CLAIM (If secured also state value of security)
Ching Yee Leung Womg 246 Naples Street San Francisco, CA 94112	same	Employee, Vacation Accrual					1,495.88
Blueshield of California File 55331 Los Angeles, CA 90074-5331	Portion for Hotel Metropolis Group number H11930 Insurance Broker: Sitzman, Morris & Lavis One Kaiser Plaza, Suite 1101 Oakland, CA 94612 Mary Clark at 510-452-0458	Accounts Payable – Health insurance for non-union employees					1,471.23
Golden Gate Disposal 250 Executive Park Blvd, Suite 2100 San Francisco, CA 94134-3306	Account 010539064 415-626-4000 Golden Gate Disposal PO Box 60846 Los Angeles, CA 90060-0846	Accounts Payable					1,326.46

**DECLARATION UNDER PENALTY OF PERJURY**

**ON BEHALF OF A CORPORATION**

I, a Member of the Manager of the limited liability company named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list of 20 largest unsecured creditors and that it is true and correct to the best of my knowledge.

Dated: March 10, 2010

A handwritten signature in black ink, appearing to read "Frank E. Lembi", is written over a horizontal line.

Frank E. Lembi, Trustee of the Olga Lembi

Residual Trust Created under Provision Three

Of the Lembi Family Revocable Trust